

1 Q. Can you describe some of those  
2 discussions?

3 A. We talk regularly about operating  
4 issues pertaining to Atlantic City just like I  
5 talk to her about issues related to the other two  
6 markets that I run, Wilmington and Dover. The  
7 discussions run the gamut in terms of their  
8 subject matter.

9 Q. Have you read the Atlantic City  
10 management agreement?

11 A. I've read parts of it.

12 Q. Can you recall who gave you a copy of  
13 the agreement?

14 A. I believe that I inherited it in a  
15 correspondence file from my predecessor as  
16 controller.

17 Q. Have you had discussions with anybody  
18 about the management agreement?

19 A. From time to time, yes, but not in  
20 terms of the -- from time to time, yes.

21 Q. And what have these discussions  
22 entailed?

23 A. What our role is as manager of the  
24 market and what the management agreement --  
25 really the differentiator, the management

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1       agreement as the differentiator between our role  
2       in Atlantic City versus our role in the other  
3       markets.

4           Q.     And how do you see your role as being  
5       different?

6           A.     In Atlantic City we provide a  
7       management service to the owner of the market who  
8       is someone different than a Comcast affiliated  
9       entity. The suggestions that we make for all of  
10      our markets from our level in Wilmington go up,  
11      upward in terms of the hierarchy. With regard to  
12      Wilmington and Dover, they stay within Anna  
13      Hillman, Don Harris, the Comcast officers, and  
14      executive level of Comcast. With regard to  
15      Atlantic City, we make the same recommendations  
16      for policies and procedures and market  
17      management, but the decision-maker is Ellis  
18      Thompson.

19          Q.     Okay. Let's speak briefly then about  
20      what kind of review process or approval process  
21      you have to go through for something in  
22      Wilmington or Dover. If you have a proposal, who  
23      do you present it to or what do you do?

24          A.     Can you be specific in terms of what  
25      type of proposal or level of proposal.

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1 Q. Well, what kind of proposals would you  
2 come up with?

3 A. Let's use a rate plan. We suggest or  
4 the market suggests implementing a new rate plan,  
5 a customer rate plan.

6 Q. And that is something that would come  
7 out of your office?

8 A. Uh-huh. We would -- the process would  
9 be we put the recommendation together and forward  
10 it for approval. With regard to Wilmington and  
11 Dover, the approval would come from the senior  
12 vice-president of finance and administration in  
13 Comcast Cellular which would be Anna Hillman,  
14 also from Dave Watson, senior vice-president of  
15 sales and marketing, and possibly Don Harris, the  
16 president of the division.

17 With regard to the Atlantic City, we  
18 would make that same proposal to those same  
19 people, get their input, and then it would be  
20 presented to Ellis Thompson for his approval.  
21 That's in a nutshell.

22 Q. Proposals for the Atlantic City system  
23 go through the same procedure as a proposal for  
24 Wilmington with just the added step of having to  
25 go through Mr. Thompson?

1 A. Yes.

2 Q. Do you have check signing authority for  
3 expenses incurred relating to the Atlantic City  
4 market?

5 A. Yes.

6 Q. Describe the process by which checks  
7 are approved for the Atlantic City market.

8 A. The actual approval of a check?

9 Q. An invoice.

10 A. Invoices are received, they're  
11 forwarded to an operating department head or some  
12 delegee of a department head based on signature  
13 authority; it would be approved for payment,  
14 forwarded to the accounting department, process  
15 the check for appropriate approval levels, and a  
16 check is written based on that. There's a  
17 purchase order system used.

18 MR. WEBER: I would like to have this  
19 marked as Moerman Exhibit 1. It's a one-page  
20 document titled Check Request Form with a Bates  
21 stamp AM 051124.

22 (Moerman Exhibit No. 1 was  
23 marked for identification.)

24 BY MR. WEBER:

25 Q. Disregarding the handwriting on this

1 form, I just want you to tell me if you recognize  
2 the form itself?

3 A. Yes.

4 Q. And what is it?

5 A. It's a -- we would call it a voucher.

6 Q. Which means?

7 A. It would accompany an invoice or some  
8 supporting documentation as a request for check  
9 issuance or a request for payment.

10 Q. On the right-hand side, under the  
11 section Budget Confirmation, describe what that  
12 means?

13 A. It's an area used for the accounting  
14 department sign-off. It implies that the  
15 accounting department has done a review for  
16 accuracy of the payment, approvals of the  
17 payment, and that the supporting documentation  
18 accompanies this form.

19 Q. Does the accounting department look to  
20 see if an expense is within budget?

21 A. That's usually done at the time the  
22 purchase order is created, if a purchase order is  
23 required. The accounting department or the  
24 signer for the accounting department, one of the  
25 things that they're checking for is whether it's

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1       within budget or, if not, is there a reason to go  
2       ahead with the expenditure anyway.

3           Q.     So theoretically an invoice for an  
4       expense should not come in if it's outside of  
5       budget because the purchase order would not have  
6       gone out in the first place?

7           A.     No, no.

8           Q.     So occasionally invoices will come in  
9       for expenses that are exceeding budget?

10          A.     Yes.

11          Q.     What is done with the invoice at that  
12       time?

13          A.     At the time the purchase order is  
14       created -- again the invoice payment system feeds  
15       off of the purchase order system. At the time  
16       the purchase order is created, there is some --  
17       there's some checking to see that if an expense  
18       is within budget, okay. If it's outside of  
19       budget or exceeds budget, is there a mitigating  
20       budget reduction somewhere else or is there a  
21       valid business reason to go outside of budget for  
22       that expenditure.

23          Q.     On this particular form, there are two  
24       initials under Budget Confirmation or a few  
25       different people signing it. Can you tell me who

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1 the two are there under Budget Confirmation that  
2 signed?

3 A. Yes. The first one on or the one to  
4 the left is Lori Shapiro.

5 Q. And who is the second one?

6 A. The second one is mine.

7 Q. Is it customary to have two people sign  
8 one of these forms?

9 A. At the time, and I'll go back, at the  
10 time we had two members of accounting department  
11 management sign in that area. Generally one was  
12 the controller.

13 Q. And who signed under approved by?

14 A. Charles Moir.

15 Q. Who would have authority to sign under  
16 approved by?

17 A. Just the general manager who at the  
18 time of this was Charles Moir.

19 Q. Would one of these forms ever be signed  
20 by Ms. Hillman?

21 A. These forms, generally no.

22 Q. As controller would all of the vouchers  
23 cross your desk?

24 A. At different periods of time -- can you  
25 give me a specific time period you're talking

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1 about.

2 Q. During the entire time you were  
3 controller.

4 A. The entire time? No, I believe we made  
5 a change at the end of my time as controller,  
6 where some signature authority was delegated to  
7 an accounting manager.

8 Q. You mentioned a moment ago that you do  
9 have check signing authority. Is there any  
10 limitation on your authority to sign checks for  
11 the Atlantic City system?

12 A. I can sign a check of any dollar amount  
13 issued on Atlantic City. There are limitations  
14 on when we let a check go out the door to be  
15 forwarded to the payee.

16 Q. Can you describe those limitations?

17 A. Any check over \$1,000 requires the  
18 signature of Anna Hillman in addition to the  
19 controller and general manager. Any check over  
20 \$5,000 requires the signature of Ellis Thompson  
21 in lieu of either the controller or general  
22 manager.

23 There are exceptions to that policy,  
24 approved exceptions to that policy for payments  
25 termed as recurring. They would be as the name

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1 indicates payments of a regular nature, usually  
2 monthly, for recurring type expenditures, most of  
3 the time contractual.

4 Q. Now, you stated approved exceptions to  
5 the \$5,000 rule. What do you mean by approved  
6 exceptions?

7 A. I meant as opposed to -- approved  
8 meaning in compliance with a company policy as  
9 opposed to an on-the-fly exception, where some  
10 emergency arises and you need to make an  
11 exception. Those don't happen, the other kind  
12 are in compliance with policy.

13 Q. Did you have check signing authority as  
14 both controller and as general manager?

15 A. Do you mean do I still have authority  
16 now as general manager?

17 Q. Yes.

18 A. Yes.

19 MR. WEBER: I'd like to have this  
20 marked as Moerman Exhibit 2. It's a two-page  
21 letter dated March 1, 1995, with the Bates stamps  
22 AM 146810 through 146811.

23 (Moerman Exhibit No. 2 was  
24 marked for identification.)

25 BY MR. WEBER:

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1 Q. Do you recognize this letter?

2 A. Yes.

3 Q. Did you send it to Mr. Thompson?

4 A. Yes.

5 Q. Can you tell us what you were  
6 attempting to do with this letter?

7 A. We are attempting to enable us to meet  
8 contractual obligations to in this case or this  
9 letter in this case agents that are contracted to  
10 sell service for Atlantic City. Due to the  
11 growth in the business, I felt or recommended  
12 that the policy needed to be amended to have a  
13 higher dollar authority for these types of  
14 checks.

15 Q. And your proposal is what is the second  
16 page?

17 A. Yes.

18 Q. And Ms. Hillman approved of this  
19 proposal?

20 A. Yes.

21 Q. Did Mr. Thompson ever sign this  
22 proposal?

23 A. Yes.

24 Q. Have you at any time requested any  
25 further changes to the check signing procedures?

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1 A. At any time since this letter?

2 Q. At any time.

3 A. Any other time. Not that I recall.

4 Q. Do you have any input into developing  
5 budgets?

6 A. Yes. Specific markets?

7 Q. For the Atlantic City market.

8 A. Yes.

9 Q. Can you explain what inputs you have.

10 A. I would say I have substantial input in  
11 terms of creating the working budget based on the  
12 history of that business and projections for what  
13 the business can support in the upcoming budget  
14 year.

15 Q. Is there one particular category where  
16 you have the most input or is it just the overall  
17 budget that you look into, I mean do you look  
18 more into engineering or more into sales and  
19 marketing, more into customer relations, any one  
20 given area, or is it the total budget?

21 A. I would say it's all of the areas  
22 except engineering and operations. And my input  
23 is more -- as general manager, it's more of a  
24 guidance consultative role in the preparation  
25 process for the department heads. I'm

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1 responsible for preparing those department  
2 budgets that you referred to.

3 Q. Do the budgets for the Atlantic City  
4 market have to be proffered to Mr. Thompson?

5 A. Yes.

6 Q. Do you play any role in presenting a  
7 proposed budget to Mr. Thompson?

8 A. No, I haven't.

9 (Discussion off the record.)

10 BY MR. WEBER:

11 Q. Actually, before we get to this  
12 exhibit, a moment ago I was asking you whether or  
13 not you had proposed any further changes to the  
14 check signing policy. Was there ever a time  
15 where a proposal was made to Mr. Thompson to  
16 allow all checks under \$100,000, whether  
17 recurring or not, not to have to go to him for  
18 signature?

19 A. Can you repeat that.

20 Q. Was Mr. Thompson to your knowledge ever  
21 presented with a proposal to allow all checks  
22 under \$100,000 not to go to him for signature?

23 A. I don't believe so.

24 MR. WEBER: I would like to have this  
25 next exhibit marked as Moerman Exhibit 3. It's a

1 one-page document dated February 28, 1992, with  
2 the Bates stamp AM 144949.

3 (Moerman Exhibit No. 3 was  
4 marked for identification.)

5 BY MR. WEBER:

6 Q. Do you recognize this letter?

7 A. Yes.

8 Q. Did you send it to Mr. Lokting?

9 A. Yes.

10 Q. Why did you sent this to Mr. Lokting?

11 A. To have Ellis authorize borrowing  
12 against his revolving line of credit to fund as  
13 the letter says capital expenditures associated  
14 with the buildout and the fitout of his retail  
15 store location in Atlantic County.

16 Q. And the Shore Mall is his retail store?

17 A. Yes.

18 Q. And that's in Atlantic City?

19 A. It's actually in Pleasantville outside  
20 of Atlantic City.

21 Q. And why were these improvements  
22 necessary?

23 A. To transform that building from its  
24 previous state into a cellular retail store  
25 facility.

1 Q. Were the expenses associated with doing  
2 this not part of the budget?

3 A. I believe they were.

4 Q. Why then is there a need to borrow  
5 against the revolving line of credit if they're  
6 budgeted?

7 A. Pardon me?

8 Q. Why was there a need to borrow against  
9 a revolving line of credit if these expenses were  
10 budgeted?

11 A. Well, these are capital expenses that  
12 were -- needed to be funded by the business. At  
13 the time there were two ways to fund the  
14 expenses, two primary ways to fund cash  
15 requirements of the business, one being the  
16 operating cash generated from the business, two  
17 being his revolving line of credit which was out  
18 there to be used.

19 Q. Did you discuss this matter with  
20 Mr. Lokting?

21 A. The matter of approving the expenses?

22 Q. Yes.

23 A. I believe that that was done by the  
24 vice-president of sales and marketing for Comcast  
25 Cellular and possibly by Anna Hillman as well. I

1 personally did not.

2 Q. And, by the vice-president of sales and  
3 marketing, you are referring to whom?

4 A. Brian Gibbons at the time.

5 Q. Did Mr. Thompson approve of the  
6 borrowing against the revolving line of credit?

7 A. Subsequent to this letter, yes, he  
8 did. There was an attachment I think to this  
9 letter that he signed.

10 Q. Were no actions taken at the Shore Mall  
11 until he approved of these funds?

12 A. Prior to approving the borrowing of  
13 these funds, there were approved expenditures.  
14 There was an approved lease that he signed.  
15 Obviously we couldn't take action at the Shore  
16 Mall until the lease was signed. He signed the  
17 lease. He also to my recollection approved an  
18 estimated build plan for that location by  
19 correspondence with Brian Gibbons.

20 Q. Are there currently any resellers in  
21 the Atlantic City market?

22 A. For Ellis Thompson?

23 Q. Yes.

24 A. No.

25 Q. Has anyone asked you about information,

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1       you personally, for information about reselling  
2       in the Atlantic City market?

3             A.     About potentially reselling?

4             Q.     Yes.

5             A.     Yes.

6             Q.     What did you do?

7             A.     Took the call, said I would have to get  
8       back to that person when I made the appropriate  
9       contacts with the owner of the market.

10            Q.     And what contacts did you make? And,  
11       by the owner of the market, did you have contacts  
12       with Mr. Thompson or Mr. Lokting?

13            A.     I went through Mr. Lokting.

14            Q.     And can you describe those contacts.

15            A.     I believe they were both by telephone  
16       and by letter correspondence. The nature was to  
17       inform him of the question and ask him how Ellis  
18       would like us to proceed.

19            Q.     How were you told to proceed?

20            A.     I believe the first order of business  
21       was to find out as much as we could about this  
22       potential reseller in terms of just who the  
23       company was and what they proposed to do.

24            Q.     Mr. Thompson instructed you to find out  
25       more about this company?

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1           A.     Nothing in detail, just the name of the  
2     company, you know, did they have a plan, nothing  
3     in detail. I believe we sent -- in order to -- I  
4     believe we sent the company at David's request a  
5     proposed reseller agreement without pricing,  
6     basically some proposed terms and conditions.

7           Following that the proposed reseller  
8     I guess requested rates. Again I told them that  
9     they would come through me from the owner, and I  
10    believe I had proposed or sent a proposed rate  
11    structure to him via David Lokting.

12          Q.     And then what was done with the  
13    proposed rates for the reseller?

14          A.     I think that as I recall we may have  
15    had a discussion, we being David and I, briefly  
16    about the rate structure and then Ellis approved  
17    that as a proposed structure for the market.

18          Q.     How did you develop the proposed  
19    reseller rates?

20          A.     We presented to him a structure that we  
21    have adopted in Wilmington for another reseller  
22    in that market and presented it to him or part of  
23    our conversation was explaining the reseller  
24    rates in terms of what his retail rates were  
25    currently in Atlantic City. And it was basically

1 boilerplated off of a structure we were using in  
2 Wilmington.

3 Q. The rates were not modified between  
4 what the reseller rates were in Wilmington and  
5 what you --

6 A. Some of the pieces were modified,  
7 coverage areas, making them specific to Atlantic  
8 City as differentiated from Wilmington; the rates  
9 were the same.

10 Q. Did Mr. Thompson modify the rates in  
11 any way?

12 A. I don't believe so.

13 Q. After Mr. Thompson approved of this  
14 rate plan, then did you send them to this  
15 prospective reseller?

16 A. Yes.

17 Q. What came about with the prospective  
18 reseller at that time?

19 A. I believe I had met with a  
20 representative from that company once to confirm  
21 that they had received the rates. We discussed a  
22 little bit about their business, asked them or --  
23 I believe after the meeting we created a reseller  
24 application to get some more information about  
25 the business to take that process to the next

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1 step and sent that to them as well, sent that to  
2 the prospective reseller.

3 Q. And did the reseller ever enter into an  
4 agreement with Ellis Thompson Corporation?

5 A. That was the last correspondence, was  
6 my sending to them the application with the  
7 request for information. I had never heard from  
8 them again.

9 Q. And when did you send the application?

10 A. I can't recall specifically, it was --  
11 I would have to check my correspondence files.

12 Q. It's been several months?

13 A. Uh-huh.

14 Q. Yes?

15 A. Yes. Sorry.

16 Q. Were you the primary contact point  
17 between the prospective reseller and Ellis  
18 Thompson Corporation?

19 A. At that stage I would say yes.

20 Q. At other stages were you not?

21 A. That was -- there were no other stages  
22 I guess, so I would say yes. But at the time I  
23 was a throughway I guess between -- or I was an  
24 intermediary between David Lokting and the  
25 prospective reseller.

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1 Q. Did you ever have the prospective  
2 reseller contact Mr. Lokting?

3 A. No.

4 Q. Did you explain to the prospective  
5 reseller that Comcast only manages the system?

6 A. Yes.

7 Q. And what did you tell them?

8 A. Just that. In other words, we were a  
9 management company working on behalf of the owner  
10 of the market. It would be up to him to contract  
11 directly with the owner and that the owner would  
12 approve any business relationships.

13 Q. And you took no actions prior to  
14 contacting Mr. Lokting?

15 A. I don't believe so.

16 Q. Now, as you are reviewing expenses, are  
17 there occasionally expenses incurred that not  
18 only benefit the Atlantic City system but also  
19 other systems as well, such as the Wilmington  
20 system?

21 A. Yes.

22 Q. How are those expenses charged to Ellis  
23 Thompson Corporation?

24 A. There are two ways I guess, there are  
25 direct costs and, for example, if we print rate

1 plan brochures, we know how many -- we may get  
2 one bill from a vendor, but it will be broken out  
3 between those for Atlantic City and those for our  
4 other markets. And those are directly -- those  
5 are direct charges that benefit the Atlantic City  
6 system. And then there are expenses that come in  
7 under the allocation umbrella, general,  
8 administrative, finance, customer service, for  
9 those functions that operate on behalf of both  
10 markets.

11 MR. WEBER: I'd like to have this  
12 marked as Moerman Exhibit 4. It's a two-page  
13 memo dated July 6, 1994, with the Bates stamps AM  
14 141498 through 141499.

15 (Moerman Exhibit No. 4 was  
16 marked for identification.)

17 BY MR. WEBER:

18 Q. Is this what you were just referring to  
19 about an allocation umbrella?

20 A. Yes.

21 Q. First we have one section that's  
22 finance and G & A which I guess is general  
23 administration or general administrative?

24 A. Correct.

25 Q. With Wilmington 70 percent, Atlantic

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1 City 30 percent. Can you explain to me what that  
2 means?

3 A. It means that expenses incurred on  
4 behalf of both systems in those areas, in either  
5 finance or general administrative, are to be  
6 allocated in terms of dollars 70 percent being  
7 charged to Wilmington, 30 percent being charged  
8 to Atlantic City.

9 Q. Do you know how those percentages were  
10 derived?

11 A. Yes.

12 Q. How were these derived?

13 A. It's a weighted formula, weighted 50  
14 percent toward total population and 50 percent  
15 subscribers in each market.

16 Q. Is this a process which Mr. Thompson  
17 has approved?

18 A. I believe so.

19 Q. Under the section Customer Service, the  
20 percentages are slightly different, in Wilmington  
21 69 percent, Atlantic City 31 percent?

22 A. Yes.

23 Q. Is there a different way to derive  
24 those figures?

25 A. Yes.

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1 Q. How are these derived?

2 A. It's derived 100 percent based on  
3 number of customers.

4 Q. So does the Wilmington system have  
5 approximately three times the number of customers  
6 that the Atlantic City system has -- I'm sorry,  
7 twice as many customers?

8 A. Roughly, uh-huh.

9 Q. Who is Paul Cullen?

10 A. He is a cash receipts clerk for the  
11 Wilmington accounting staff.

12 Q. Who is Terry Dougherty?

13 A. He is a junior staff accountant in the  
14 Wilmington division.

15 Q. And who is Lisa Jenkins?

16 A. Staff accountant in Wilmington.

17 Q. Karen McClendon?

18 A. Vice-president of human resources,  
19 Comcast Cellular.

20 Q. Michele Nordmark?

21 A. Formerly accounts payable clerk,  
22 Wilmington division.

23 Q. Mary Ann Owens?

24 A. Also accounts payable clerk in  
25 Wilmington.

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1 Q. Lori Shapiro?

2 A. Assistant controller, Wilmington  
3 division.

4 Q. Sharon Viola?

5 A. I believe she's the assistant  
6 controller for Comcast Cellular, corporate  
7 accounting staff.

8 Q. Who succeeded you as controller of  
9 Wilmington?

10 A. Ron Andes.

11 Q. And is he no longer with Comcast?

12 A. Correct.

13 Q. Who is now controller of Wilmington?

14 A. Mike Herrington.

15 Q. If you notice, on the second page of  
16 this same exhibit, Dover is also listed here as  
17 well. Is there a reason why Dover does not  
18 receive any of the percentages under the sections  
19 on the first page?

20 A. Dover's numbers are combined with  
21 Wilmington.

22 Q. Is that because Comcast owns both  
23 systems and there's no need to divvy up the money  
24 between Wilmington and Dover?

25 A. I believe so.



1 Q. Do you have power of attorney to  
2 represent Ellis Thompson Corporation before the  
3 Internal Revenue Service?

4 A. I believe that we asked him -- yes, I  
5 think yes.

6 Q. Do you know why this was given?

7 A. Yes, I believe it was to enable us to  
8 reconcile with the service some federal excise  
9 tax filings versus payment, I believe there were  
10 some kind of differences, that the money was just  
11 applied in different quarters. And, in order to  
12 allow us to reconcile that on behalf of Ellis  
13 Thompson, that needed to be obtained.

14 Q. Do you know who else has this same  
15 authority or same power of attorney?

16 A. I don't recall, no.

17 Q. Were you involved in any discussions  
18 with either Mr. Lokting or Mr. Thompson over this  
19 matter?

20 A. Directly, no.

21 Q. Were you indirectly involved in  
22 discussions?

23 A. No.

24 Q. Does the Atlantic City system have  
25 roaming agreements with other systems?